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TRADEMARK & PAT



AMERICA, P.C.

COMPRISING THE LAW OFFICE OF MARK I. PEROFF

101122784

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September 1, 1999

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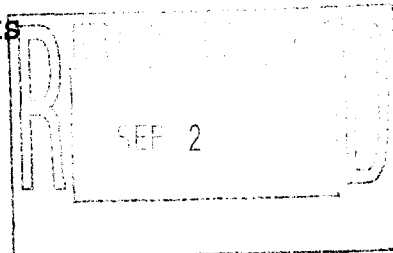
*admitted to the state of Michigan

Of counsel:

Stephen N. Dratch

Freema Gluck

RECORDATION FORM COVER SHEET - TRADEMARKS



Commissioner of Patents and Trademarks
Washington, D.C. 20231

Attn: BOX ASSIGNMENT

Re: Recordal of Assignment of Service Mark
Assignor: BANK OF MONTREAL
Assignee: CEBRA INC.
Trademark: **CEBRA**
Application Ser. No.: 74/597,098
Our Ref.: 295.800

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

BANK OF MONTREAL, a corporation organized and existing under the laws of Canada.

2. Name and address of receiving party(ies):

CEBRA INC., a corporation organized and existing under the laws of Canada, located and having a place of business at First Canadian Place, 21st Floor, Law Department, Toronto, Ontario M5X 1A1, Canada.

3. Nature of conveyance:

Assignment

Date of execution: August 23, 1999

4. Trademark Application/Registration Number:

74/597,098

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Express Mail[®] mailing label number ELO44841035US
Date of Deposit 9/2/99

I hereby certify that this paper or fee is being deposited with the United Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.60 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231

Julie Simmons

(Signature of person mailing paper or fee)

TRADEMARK
REEL: 001955 FRAME: 0849

5. Please address all correspondence in this matter to:

Mark I. Peroff
Trademark & Patent Counselors of America, P.C.
915 Broadway - 19th Floor
New York, New York 10010
(212) 387-0247

6. Total number of applications and registrations involved: one

7. Total fee enclosed: \$40.00.

8. Also enclosed is a Certificate of Express Mail, label number EL044841035 US, and an acknowledgment postcard.

9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sincerely,



Keith E. Danish

KED/wf
Enclosures

Total number of pages comprising cover sheet: 2

P.S. Also enclosed are executed Power of Attorney and Appointment of Domestic Representative forms.

ASSIGNMENT

WHEREAS, **BANK OF MONTREAL**, a corporation organized and existing under the laws of Canada, has adopted, used and is using the service mark **CEBRA** listed on the attached Schedule for "banking services", registration of which has been applied for in the United States Patent and Trademark Office, and

WHEREAS, **CEBRA INC.**, a corporation organized and existing under the laws of Canada, located at First Canadian Place, 21st Floor, Law Department, Toronto, Ontario, M5X 1A1, Canada, is desirous of acquiring said mark and the goodwill associated therewith, along with the application for registration thereof:

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said **BANK OF MONTREAL** does hereby assign unto the said **CEBRA INC.**, all rights, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above-identified application thereof.

The Commissioner of Patent and Trademarks is requested to issue the Certificate of Registration of the said mark in the name of the said assignee, **CEBRA INC.**

BANK OF MONTREAL

By: Deanna Rosenswig

Name: Deanna Rosenswig

Title: Executive Vice-President

By: Sharon Sandall

Name: Sharon Sandall

Title: Assistant Secretary

S C H E D U L E

Trademark

Application Serial No.

Filing Date

CEBRA

74/597,098

November 9, 1994

* * * * *
* * * *

IN WITNESS WHEREOF

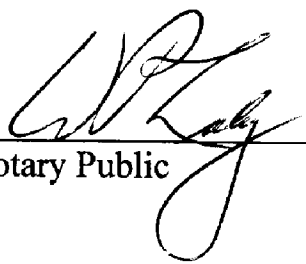
I have hereunto set my hand and seal

SIGNED, SEALED AND DELIVERED BY:

William P. Luby
Barrister & Solicitor

On this 23rd day of August, 1999, before me personally came Deanna Rosenswig, to me known, who, being by me duly sworn, did depose and say that she is the Executive Vice-President of BANK OF MONTREAL, a Canadian corporation named within; that the seal affixed hereto is the corporate seal of said corporation; that it was affixed hereto by its authority; and that she signed this instrument by authority of and on behalf of said corporation.

(Corporate Seal)



Notary Public

(Notary Stamp)

IN WITNESS WHEREOF

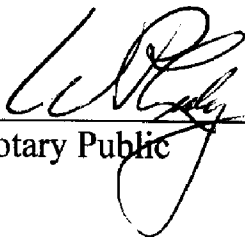
I have hereunto set my hand and seal

SIGNED, SEALED AND DELIVERED BY:

William P. Luby
Barrister & Solicitor

On this 23rd day of August, 1999, before me personally came Sharon Sandall, to me known, who, being by me duly sworn, did depose and say that she is the Assistant Secretary of BANK OF MONTREAL, a Canadian corporation named within; that the seal affixed hereto is the corporate seal of said corporation; that it was affixed hereto by its authority; and that she signed this instrument by authority of and on behalf of said corporation.

(Corporate Seal)


Notary Public

(Notary Stamp)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Cebra Inc.
Mark : **CEBRA** (Class 36)
Ser. No. : 74/597098
Filed : November 9, 1994

POWER OF ATTORNEY

Applicant hereby revokes all prior powers of attorney in connection with the above-referenced application and appoints Mark I. Peroff, Keith E. Danish, Michael J. Brown, and G. Mathew Lombard, and all members of the Bar of the State of New York in the firm of *Trademark & Patent Counselors of America, P.C.*, 915 Broadway, New York, New York 10010-7108, telephone number (212) 387-0247, fax number (212) 387-0167, as its attorneys to prosecute this application, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration.

Please address all correspondence in this matter to the attention of:

Mark I. Peroff, Esq.
Trademark & Patent Counselors of America, P.C.
915 Broadway
New York, New York 10010-7108

CEBRA INC.

Dated: *August 26*, 1999

By *M.A. Fridhandler*
Print Name: *M.A. FRIDHANDLER*
Title: *V-P, Corporate Affairs*

By *Sharon Sandall*
Print Name: *SHARON SANDALL*
Title: *Assistant Secretary*

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TRADEMARK
REEL: 001955 FRAME: 0855


IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNEE: Cebra Inc.
MARK: **CEBRA** (Class 36)
SER. NO.: 74/597,098
FILING DATE: November 9, 1994


APPOINTMENT OF DOMESTIC REPRESENTATIVE

TRADEMARK & PATENT COUNSELORS OF AMERICA, P.C., 915 Broadway,
New York, New York 10010, tel. nr. (212) 387-0247, is hereby
designated Assignee's representative upon whom notices or process
in proceedings affecting the mark may be served.

CEBRA INC.

By 
Name: M.A. FRIEDMAN
Title: V-P, Corporate Affairs

Dated: August 26, 1999

By 
Name: SHARON SANDALL
Title: Assistant Secretary